

EPA Region 5 Records Ctr.



225232

**CERTIFICATE OF OWNERSHIP AND MERGER  
OF  
THE MACKE COMPANY  
(a Delaware corporation)  
INTO  
SERVICE AMERICA CORPORATION  
(a Delaware corporation)**

It is hereby certified that:

1. Service America Corporation (the "Corporation") is a business corporation of the State of Delaware.
2. The Corporation is the owner of all the outstanding shares of common stock of The Macke Company, which is also a business corporation of the State of Delaware.
3. On January 6, 1997, the Board of Directors of the Corporation adopted the following resolutions to merge The Macke Company into the Corporation:

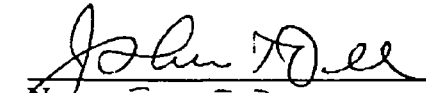
RESOLVED, that The Macke Company be merged into the Corporation, and that all of the estate, property, rights, privileges, powers, and franchises of The Macke Company be vested in and held and enjoyed by the Corporation as fully and entirely and without change or diminution as the same were before held and enjoyed by The Macke Company in its name.

RESOLVED, that the Corporation assume all the obligations of The Macke Company.

RESOLVED, that the Corporation shall cause to be executed and filed and/or recorded the documents prescribed by the laws of the State of Delaware and by the laws of any other appropriate jurisdiction and will cause to be performed all necessary acts within the State of Delaware and within any other appropriate jurisdiction.

IN WITNESS WHEREOF, I have hereunto signed my name and affirm,  
under penalties of perjury, that this Certificate is the act and deed of the Corporation and  
that the facts stated herein are true this 7<sup>th</sup> day of January, 1997.

SERVICE AMERICA CORPORATION

By:   
Name: John T. Dee  
Title: President